

# Exhibit H

**VISA**WORLDWIDE  
PARTNER

Tom Clifford  
Bingham McCutchen  
San Francisco CA  
USA

29 April 2005

Dear Tom

**RE Visa v. First Data: Purported VESI Subpoena**

This letter responds to your April 21, 2005 letter.

As described below, your letter is incorrect in several respects.

First, as detailed in our April 7, 2005 letter and in our phone conversations, Visa Europe Services, Inc. ("VESI") does not have information responsive to the topics set forth in your subpoena. As I have already explained, the entity with principal operational control of the Visa system within certain geographic regions in Europe is Visa Europe Ltd. Whatever First Data may read into the annual report of third party Visa International does not change these undisputed facts.

Second, your assertions regarding the July 1, 2004 reorganization of Visa International's EU region are both wrong and not germane. The fact that VESI holds certain assets and liabilities formerly held by Visa International's EU region is not the same as saying that VESI has operational control over or knowledge about the operations of Visa Europe Ltd. Again, and notwithstanding the hyperbolic charges in your letter, the fact remains that VESI does not have information responsive to the topics set out in your subpoena. (In addition, I note that the suggestion that VESI "produce an employee of Visa Europe Ltd." again misapprehends the point – VESI is distinct from, and does not control, Visa Europe Ltd.).

Third, I understand from counsel for Visa USA that you are incorrect in claiming that the parties to the litigation have resolved the issue of First Data's request for 31 depositions. VESI is not required – even if the subpoena were otherwise proper – to spend the time and incur the expense of preparing for a deposition that is contrary to the governing order of the US court.

Fourth, the fact that VESI is incorporated in Delaware is not necessarily dispositive of the issue of whether – notwithstanding that it has no employees or operations in, or other

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contact with, Delaware – VESI is properly within that court's jurisdiction. If you have US authorities on that point, I will be happy to consider them.

Fifth, it appears to VESI that the information sought by the subpoena is at most very tangentially relevant to the dispute between First Data and Visa USA. I understand that the dispute involves actual and potential "intraprocessing" of Visa branded transactions wholly within the United States, and claims under US intellectual property and antitrust laws. European transactions are not part of that lawsuit, and operations of the Visa payment system outside the US are not involved. I understand that under US law third parties are not required to give evidence when the burden of doing so outweighs the value of that evidence.

Finally, while I appreciate your agreement that any deposition take place in London, such agreement does not eliminate the substantial burden of preparing for and participating in the requested deposition.

While not addressing the issue of the subpoena I should just like to set the record straight in relation our communications. The phone call to which you refer being made on 22 April was made towards the end of your day, by which time it was 01.30 am on Saturday morning here. I responded to your call on 25 April and advised that we would reply to your letter by close of business London, today. I have been in meetings earlier today. For your information, Monday 2 May will be a public holiday in the UK and the offices will be closed.

Yours sincerely,



**Christine Royce-Lewis**  
**Senior Vice President &**  
**Senior Legal Adviser**  
**Visa Europe**